

EXHIBIT 3

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Retrun to index**Principles of Ethical Business Conduct**

Date: December 1, 2002

Policy

A recent national seminar on Ethics in Business defined the essential elements of ethical conduct as: "*honesty, reliability, fairness, integrity, respect for the individual and respect for property*". The following statement of Saybrook's business principles translates those elements into a set of practical standards to use in the daily conduct of business on Saybrook's behalf.

Saybrook's Obligations to You

Saybrook is committed to creating an ethical relationship with you by

- Valuing a diverse workforce and recognizing the importance of understanding, appreciating and accepting your individual differences;
- Promoting that all interactions in the workplace and between Saybrook and you be conducted honestly and with integrity;
- Providing you with equal employment opportunities by not discriminating on the basis of race, color, religious creed, age, sex, marital status, national origin, ancestry, sexual orientation, disability, medical condition, or veteran status;
- Not tolerating sexual, racial or other forms of unlawful harassment in the workplace;
- Promoting based on the requirements of the job, your qualifications, relevant job performance and experience, your ethical conduct, and other job-related factors;
- Striving to compensate you fairly among other employees performing similar activities;
- Providing you with a safe working environment;
- Providing ways for you to freely and confidentially express concerns about ethical problems.

Your Obligations to Saybrook

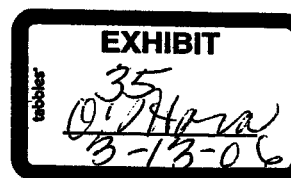
Saybrook's reputation is one of our school's most important assets. You should therefore avoid doing anything that would harm the reputation of Saybrook.

You are expected to produce high quality, accurate work on a timely basis and to fully perform up to the recognized expectations of your position.

Your responsibilities as a Saybrook employee include adhering to established office practices and work schedules.

It is essential that you conduct Saybrook's business in a clear-headed manner. It is not possible to perform the high quality, accurate work that meets Saybrook's standards while under the influence of alcohol or drugs. Such conduct will not be tolerated.

While on the job, you are entrusted with the possession and use of some of the organization's assets. It is important that you protect those assets and that you not misuse them. Improper use of Saybrook's assets or



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disclosure of confidential material is not acceptable.

It may not always be readily apparent what constitutes a "Saybrook asset" and what constitutes "misuse" of such assets. The following are a few examples of inappropriate conduct:

- Theft of money or other property;
- Unauthorized copying of any licensed or copyrighted material - for example computer software or videotapes;
- Falsifying any company document or record including financial statements, expense reports or records of time worked;
- Abusing the privilege (where permitted) of limited personal use of organization assets such as copiers, office supplies, phones or fax machines.

Much of the information you come across at work is also an asset of the organization. The sharing of Saybrook information with people outside the school -- or with the people inside the school, other than those who have a need to have access to that information -- has to be carefully controlled.

Some of what you learn on the job is "*proprietary information*". That is, it is the exclusive property of Saybrook. For competitive reasons, or to protect faculty, student or employee privacy, or for other appropriate reasons, you must keep such information confidential. Examples include employee, faculty and student lists, donor lists, academic pricing methods, and new program concepts.

In performing your job, you must consistently exercise good judgment. Accordingly, you should avoid situations where there are actual or apparent conflicts between your personal interests and Saybrook's interests.

- You should avoid accepting gifts or entertainment above minimal value from people with whom you do business --or people who are trying to do business with you --unless it is in connection with a legitimate business purpose and it is first brought to the attention of your manager.
- As a representative of Saybrook, you must not do anything that would put others outside of the organization in a position where they have a conflict of interest relative to their responsibilities to their employer.
- You must not influence or attempt to influence others to act illegally by giving them or attempting to give them anything of value, or by any other means.

Your Obligations to Your Fellow Employees

You should strive to create a positive work environment by:

- Communicating openly and honestly with fellow employees;
- Respecting fellow employees' personal property;

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- Competing fairly with fellow employees; and
- Respecting fellow employees as individuals.

Your Obligation to Be Honest With Other Saybrook Constituencies and to Be Fair with Competitors

Your various work related constituencies must be able to count on Saybrook's integrity. You must fully honor your commitments to your fellow employees, faculty, students, and vendors and treat all of them fairly.

Your constituents are entitled to expect that any services you provide will represent good value.

Your constituents should expect that any representations that you make to them are honest and can be relied upon.

Accordingly, false or misleading advertising, or any misrepresentations or other kinds of statements that might create unreasonable expectations, are not allowed.

Making untruthful or misleading statements about competitors' products and services is also unacceptable.

You should be vigorous and fair toward our competitors and are expected to be familiar with and to comply with all the laws and regulations that govern competitive conduct.

Your Obligations to Your Community and Your Society

Saybrook strives to be a good organizational citizen. It is important to believe you have an obligation to enrich your community and to responsibly address society's problems by:

- Taking active roles in your community and by appropriately supporting those educational, cultural, civic, and health and welfare programs in which you participate;
- Ensuring that your activities respect the environment;
- Promoting the concept of sustainability in a reasoned and thoughtful manner
- Complying fully with the spirit, as well as the letter, of the laws and regulations that affect Saybrook's business.

As a Saybrook employee, you are responsible for conducting your daily activities on behalf of Saybrook in accordance with these principles and standards.

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